



QUARTERLY STATEMENT
AS OF September 30, 2007
OF THE CONDITION AND AFFAIRS OF THE
Preferred Health Partnership of Tennessee, Inc.

NAIC Group Code	1253 (Current Period)	1253 (Prior Period)	NAIC Company Code	95749	Employer's ID Number	62-1546662
Organized under the Laws of	Tennessee		State of Domicile or Port of Entry	Tennessee		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[X] No[] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	01/01/1994		Commenced Business	01/01/1994		
Statutory Home Office	1420 Centerpoint Blvd. (Street and Number)		Knoxville, TN 37932 (City, or Town, State and Zip Code)			
Main Administrative Office			1420 Centerpoint Blvd. (Street and Number)			
	Knoxville, TN 37932 (City, or Town, State and Zip Code)		(865)670-7282 (Area Code) (Telephone Number)			
Mail Address	1420 Centerpoint Blvd. (Street and Number or P.O. Box)		Knoxville, TN 37932 (City, or Town, State and Zip Code)			
Primary Location of Books and Records			1420 Centerpoint Blvd. (Street and Number)			
	Knoxville, TN 37932 (City, or Town, State and Zip Code)		(865)670-7282 (Area Code) (Telephone Number)			
Internet Website Address						
Statutory Statement Contact	Melissa R Anderson (Name)		(865)670-7282 (Area Code)(Telephone Number)(Extension)			
	manders1@covhlth.com (E-Mail Address)		(865)470-7461 (Fax Number)			
Policyowner Relations Contact			1420 Centerpoint Blvd. (Street and Number)			
	Knoxville, TN 37932 (City, or Town, State and Zip Code)		(865)470-7470 (Area Code) (Telephone Number)(Extension)			

OFFICERS

Name	Title
Lance K. Hunsinger	President
Jeffery S. Collake	Chief Financial Officer
Jeffery S. Collake	Secretary

OTHERS

DIRECTORS OR TRUSTEES

Thomas Rowe Bell
Daniel J. David MD
Marvin H. Eichorn
Kenneth Frederick Luckman MD
Michael Earl Mitchell MD
Francis H. Olmstead Jr.
Dean M. Turner MD

Kenneth Truman Creed
Michael McKay Dudley
Randolph Murphree Lowry MD
Cletus Joseph McMahon Jr. MD
David A. Nowiski
Anthony L. Spezia
Sandra L. Mathy

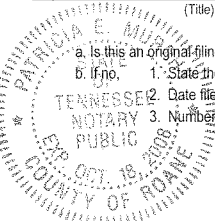
State of Tennessee
County of Knox ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Lance K. Hunsinger	Jeffery S. Collake	Jeffery S. Collake
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Chief Financial Officer	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
30th day of Nov., 2007

(Notary Public Signature)



a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

ASSETS

		Current Statement Date			4 December 31, Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1.	Bonds	55,298,194		55,298,194	51,260,404
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks				
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....689,639), cash equivalents (\$.....0) and short-term investments (\$.....0)	689,639		689,639	3,700,088
6.	Contract loans (including \$.....0 premium notes)				
7.	Other invested assets				
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)	55,987,833		55,987,833	54,960,492
11.	Title plants less \$.....0 charged off (for Title insurers only)				
12.	Investment income due and accrued	664,910		664,910	741,670
13.	Premiums and considerations:				
13.1	Uncollected premiums and agents' balances in the course of collection				
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
13.3	Accrued retrospective premiums				
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers				
14.2	Funds held by or deposited with reinsured companies				
14.3	Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans				
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset	7,413,304	7,413,304		
17.	Guaranty funds receivable or on deposit				
18.	Electronic data processing equipment and software				
19.	Furniture and equipment, including health care delivery assets (\$.....0)				
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates	48,637	48,637		0
22.	Health care (\$.....0) and other amounts receivable				
23.	Aggregate write-ins for other than invested assets	1,739,423		1,739,423	10,697
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	65,854,107	7,461,941	58,392,166	55,712,858
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	65,854,107	7,461,941	58,392,166	55,712,858
DETAILS OF WRITE-INS					
0901.	.....			
0902.	.....			
0903.	.....			
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301.	A/R Risk Share				
2302.	A/R State Admin	1,739,423		1,739,423	10,697
2303.	.....			
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	1,739,423		1,739,423	10,697

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)				
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves	6,847,440		6,847,440	6,847,440
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	18,000		18,000	22,575
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates				
16. Payable for securities				
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans	71,312		71,312	75,963
21. Aggregate write-ins for other liabilities (including \$.....0 current)	15,784,313		15,784,313	15,214,333
22. Total liabilities (Lines 1 to 21)	22,721,065		22,721,065	22,160,311
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	1,000	1,000
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X	61,379,848	61,379,848
27. Surplus notes	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds	X X X	X X X		
29. Unassigned funds (surplus)	X X X	X X X	(25,709,747)	(27,828,301)
30. Less treasury stock, at cost:				
30.1 .....0 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.2 .....0 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	35,671,101	33,552,547
32. Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	58,392,166	55,712,858
DETAILS OF WRITE-INS				
2101. Accrued Run-Out Costs	10,986,297		10,986,297	10,986,297
2102. Risk Share Audit Reserve	2,040,320		2,040,320	2,040,320
2103. Penalty Reserve	1,036,750		1,036,750	1,086,750
2198. Summary of remaining write-ins for Line 21 from overflow page	1,720,946		1,720,946	1,100,966
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)	15,784,313		15,784,313	15,214,333
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	X X X	X X X		
2802.	X X X	X X X		
2803.	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date
		1	2	3
		Uncovered	Total	Total
1.	Member Months	X X X		
2.	Net premium income (including \$.....0 non-health premium income)	X X X		
3.	Change in unearned premium reserves and reserves for rate credits	X X X		
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X	1,524,643	18,244
7.	Aggregate write-ins for other non-health revenues	X X X		
8.	Total revenues (Lines 2 to 7)	X X X	1,524,643	18,244
Hospital and Medical:				
9.	Hospital/medical benefits			2,418
10.	Other professional services			(1,214)
11.	Outside referrals			
12.	Emergency room and out-of-area			39
13.	Prescription drugs		(11,455)	
14.	Aggregate write-ins for other hospital and medical		(114,178)	(502,116)
15.	Incentive pool, withhold adjustments and bonus amounts			
16.	Subtotal (Lines 9 to 15)		(125,633)	(500,873)
Less:				
17.	Net reinsurance recoveries			
18.	Total hospital and medical (Lines 16 minus 17)		(125,633)	(500,873)
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including \$.....741,452 cost containment expenses		1,350,658	1,341,941
21.	General administrative expenses		3,228,940	2,834,879
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)			
23.	Total underwriting deductions (Lines 18 through 22)		4,453,965	3,675,947
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(2,929,322)	(3,657,703)
25.	Net investment income earned		1,725,438	1,764,182
26.	Net realized capital gains (losses) less capital gains tax of \$.....0		(47,678)	
27.	Net investment gains or (losses) (Lines 25 plus 26)		1,677,760	1,764,182
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]			
29.	Aggregate write-ins for other income or expenses			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	(1,251,562)	(1,893,521)
31.	Federal and foreign income taxes incurred	X X X	(425,531)	(643,797)
32.	Net income (loss) (Lines 30 minus 31)	X X X	(826,031)	(1,249,724)
DETAILS OF WRITE-INS				
0601.	Miscellaneous Income	X X X	1,524,643	18,244
0602.	.....	X X X		
0603.	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	1,524,643	18,244
0701.	.....	X X X		
0702.	.....	X X X		
0703.	.....	X X X		
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401.	Recoveries		(114,178)	(502,116)
1402.	.....		
1403.	.....		
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		(114,178)	(502,116)
2901.	.....		
2902.	.....		
2903.	.....		
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	33,552,546	35,344,903	35,344,903
34.	Net income or (loss) from Line 32	(826,031)	(1,249,724)	1,125,698
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			7,413,304
39.	Change in nonadmitted assets	2,944,586	36,464	(10,370,062)
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in			
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus		38,703	38,703
48.	Net change in capital and surplus (Lines 34 to 47)	2,118,555	(1,174,557)	(1,792,357)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	35,671,101	34,170,346	33,552,546
DETAILS OF WRITE-INS				
4701.	Change in Unrealized Valuation		38,703	38,703
4702.	.....		
4703.	.....		
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		38,703	38,703

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES

	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Member Months	0	0	0
REVENUES:			
1. TennCare Capitation	0	0	0
2. Investment	564,459	1,677,759	2,341,783
3. Other Revenue	1,524,642	1,524,644	29
State Admin Revenue	0	0	0
4. TOTAL REVENUES (Lines 1 to 3)	2,089,101	3,202,403	2,341,812
EXPENSES:			
Medical and Hospital Services:			
5. Capitated Physician Services	0	0	0
6. Fee-For-Service Physician Services	0	0	0
7. Inpatient Hospital Services	0	0	1,694
8. Outpatient Services	0	0	999
9. Emergency Room Services	0	0	0
10. Mental Health Services	0	0	291
11. Dental Services (Capitated & FFS)	0	0	0
12. Vision Services (Capitated , FFS & Opthamology)	0	0	0
13. Pharmacy Services (Capitated & FFS)	0	(11,455)	(20,385)
14. Home Health Services	0	0	0
15. Chiropractic Services	0	0	0
16. Radiology Services	0	0	0
17. Laboratory Services	0	0	114
18. Durable Medical Equipment Services	0	0	0
19. Transportation Services (Capitated)	0	0	0
20. Outside Referrals	0	0	0
21. Medical Incentive Pool and Withhold Adjustments	0	0	0
22. Occupancy, Depreciation, and Amortization	0	0	0
23. Other Medical and Hospital Services (Provide Detail)			
Surgery - Orthopedic - FFS Office	0	0	0
MCO Delegated Services	0	0	0
Allergy & Immunology FFS Office & Other	0	0	(1,508)
Counselors/Therapists	0	0	0
Otolaryngology - FFS Office	0	0	0
Anesthesiology - FFS Hosp & Other	0	0	0
Gastroenterology	0	0	0
Preventive Medicine	0	0	293
Ped Emergency Medicine - FFS Hospital	0	0	0
Miscellaneous	0	0	0
IBNR	0	0	0
Risk Share	0	0	0
24. Subtotal (Lines 5 to 23)	0	(11,455)	(18,502)
25. Reinsurance Expenses Net of Recoveries	0	0	0
LESS:	0		
26. Copayments	0	0	0
27. Subrogation	0	0	0
27a Recoveries	63,152	114,178	618,133
28. Coordination of Benefits	0	0	0
29. Subtotal (Lines 26 to 28)	63,152	114,178	618,133
30. TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	(63,152)	(125,633)	(636,635)

Report #2A (Continued): TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES			
	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Administration:			
31. Compensation (Including Allocated Costs)	2,473,557	7,195,263	8,523,963
32. Marketing (Including Allocated Costs)	2,696	5,987	8,098
33. Premium Tax Expense	(141,685)	0	304,927
34. Occupancy, Depreciation and Amortization (Including Allocated Costs)	288,425	864,480	786,302
35. Other Administration (Provide detail)			
Printing	36,591	96,299	145,380
Rent/Utilities	0	0	0
Franchise, Excise & Property Taxes	0	0	0
Postage	29,122	108,771	241,411
Legal Fees	6,146	30,622	36,851
Liquidated Damages	(4,500)	34,500	(1,472,500)
Outside Services	121,800	244,538	370,825
Board & Committee Fees	0	0	
Auditing, actuarial and other consulting services	0	0	
Books & Subscriptions	506	3,502	1,602
Dues, Fees & Licenses	247	41,550	58,976
Education & Seminars	0	0	0
Meals & Entertainment	0	388	1,068
Office Supplies	5,825	6,314	2,020
Minor Equipment	1,522	2,722	1,535
Travel	0	218	1
Wellness Program	0	0	
Leases & Rentals of equipment	0	0	
Repairs/Maintenance Agreements	40,784	40,784	43,444
Telephone/Beepers/Cellular Phones	0	0	0
Temp/Contract Personnel	21,262	64,069	188,036
Provision for Loss Contracts	0	0	
Risk Banding Reserve	0	0	
Program Run Out Expense	0	0	
State Admin Revenue	(3,565,576)	(10,649,848)	(14,484,727)
Miscellaneous Expense	180,827	540,040	(559,429)
Total DIRECT Expenses	(502,450)	(1,369,801)	(5,802,217)
Other ALLOCATED Expenses (Provide detail)			
Rent/Utilities	148,439	445,223	491,875
Printing	15,989	79,194	107,633
Postage	69,088	369,475	287,300
Legal Fees	84,209	254,781	81,298
Outside Services	402,260	1,126,477	2,193,564
Board & Committee Fees	26,846	78,263	83,325
Survey Fees	7,553	63,426	98,561
Telephone/Beepers/Cellular Phones	81,865	239,687	277,749
Books & Subscriptions	9,940	44,943	78,528
Minor Equipment	14,908	36,742	89,525
Computer Supplies	0	0	0
Dues, Fees & Licenses	(1,582)	55,918	106,018
Education & Seminars	28,126	43,714	35,099
Meals & Entertainment	4,690	15,245	24,075
Office Supplies	31,473	83,203	103,927
Travel	16,434	47,587	75,109
Miscellaneous Expense	30,635	114,823	108,007
Franchise, Excise & Property Taxes & Sales/Use Tax	26,663	79,988	(9,530)
Insurance	78,826	236,582	327,790
Leases & Rentals of equipment	12,123	39,515	65,237
Repairs/Maintenance Agreements	187,953	415,484	556,487
Relocation Expense Total	2,248	2,248	1,215
Training and Orientation Total	0	0	0
Temp/Contract Personnel	130,705	341,821	294,555
Covenant Management Fees	578,353	1,735,060	1,896,997
Total ALLOCATED Expenses	1,987,745	5,949,399	7,374,344
36. TOTAL ADMINISTRATION (Lines 31 to 36)	1,485,295	4,579,598	1,572,127
FIT & Excise Tax	226,766	(425,531)	280,622
37. Total Other Expenses:	226,766	(425,531)	280,622
38. TOTAL EXPENSES (Lines 30 and 37 and 37A)	1,648,908	4,028,434	1,216,114
39. NET INCOME (LOSS) (Line 4 less Line 38)	440,193	(826,031)	1,125,698

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES

	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Member Months	311,403	930,060	1,274,537
REVENUES:			
1. TennCare Capitation	46,821,188	141,895,147	170,923,604
2. Investment	56,819	160,043	107,087
3. Other Revenue	0	0	0
IBNR / Capitation Revenue Receivable	2,753,812	24,825,372	27,794,802
Premium Tax	1,172,381	2,230,561	2,587,434
State Admin Revenue			
4. TOTAL REVENUES (Lines 1 to 3)	50,804,200	169,111,123	201,412,927
EXPENSES:			
Medical and Hospital Services:			
5. Capitated Physician Services	0	0	0
6. Fee-For-Service Physician Services	5,154,701	19,097,676	20,708,492
7. Inpatient Hospital Services	27,002,426	88,119,797	112,529,023
8. Outpatient Services	18,822	47,677	60,856
9. Emergency Room Services	3,262,438	11,817,529	12,474,096
10. Mental Health Services	5,434	19,831	34,334
11. Dental Services (Capitated & FFS)	529	1,467	5,222
12. Vision Services (Capitated , FFS & Ophthalmology)	205,920	609,399	804,983
13. Pharmacy Services (Capitated & FFS)	7	102	(4,267)
14. Home Health Services	188,379	658,935	513,598
15. Chiropractic Services	0	0	0
16. Radiology Services	76,632	225,918	304,233
17. Laboratory Services	6,052,137	20,867,272	25,850,332
18. Durable Medical Equipment Services	1,997,777	8,200,378	6,628,295
19. Transportation Services (Capitated)	1,199,365	3,306,702	4,180,871
20. Outside Referrals	0	0	0
21. Medical Incentive Pool and Withhold Adjustments	0	0	0
22. Occupancy, Depreciation, and Amortization	0	0	0
23. Other Medical and Hospital Services (Provide Detail)	0	0	0
Surgery - Orthopedic - FFS Office	0	0	0
MCO Delegated Services	0	0	0
Allergy & Immunology FFS Office & Other	2,083,739	6,336,731	7,164,576
Counselors/Therapists	0	0	0
Otolaryngology - FFS Office	269,777	1,039,670	1,464,708
Anesthesiology - FFS Hosp & Other	705,886	2,123,838	2,802,600
Gastroenterology	16,360	42,275	35,116
Preventive Medicine	1,021,401	2,621,740	3,340,780
Ped Emergency Medicine - FFS Hospital	0	0	0
Miscellaneous	697,215	2,048,370	123,293
IBNR	0	0	0
Risk Share	0	0	0
24. Subtotal (Lines 5 to 23)	49,958,943	167,185,303	199,021,141
25. Reinsurance Expenses Net of Recoveries		0	0
LESS:			
26. Copayments		0	0
27. Subrogation	158,877	709,520	774,160
27a Recoveries	168,247	458,984	306,848
28. Coordination of Benefits		0	0
29. Subtotal (Lines 26 to 28)	327,124	1,168,504	1,081,008
30. TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	49,631,819	166,016,799	197,940,133

Report #2A (Continued): TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES			
	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Administration:			
31. Compensation (Including Allocated Costs)	0	0	0
32. Marketing (Including Allocated Costs)	0	0	0
33. Premium Tax Expense	1,172,381	3,094,324	3,472,794
34. Occupancy, Depreciation and Amortization (Including Allocated Costs)	0	0	0
35. Other Administration (Provide detail)			
Printing	0	0	0
Rent/Utilities	0	0	0
Franchise, Excise & Property Taxes	0	0	0
Postage	0	0	0
Legal Fees	0	0	0
Liquidated Damages	0	0	0
Outside Services	0	0	0
Board & Committee Fees	0	0	0
Auditing, actuarial and other consulting services	0	0	0
Books & Subscriptions	0	0	0
Dues, Fees & Licenses	0	0	0
Education & Seminars	0	0	0
Meals & Entertainment	0	0	0
Office Supplies	0	0	0
Minor Equipment	0	0	0
Travel	0	0	0
Wellness Program	0	0	0
Leases & Rentals of equipment	0	0	0
Repairs/Maintenance Agreements	0	0	0
Telephone/Beeepers/Cellular Phones	0	0	0
Temp/Contract Personnel	0	0	0
Provision for Loss Contracts	0	0	0
Risk Banding Reserve	0	0	0
Program Run Out Expense	0	0	0
State Admin Revenue	0	0	0
Miscellaneous Expense	0	0	0
Total DIRECT Expenses	1,172,381	3,094,324	3,472,794
Other ALLOCATED Expenses (Provide detail)			
Rent/Utilities	0	0	0
Printing	0	0	0
Postage	0	0	0
Legal Fees	0	0	0
Outside Services	0	0	0
Board & Committee Fees	0	0	0
Survey Fees	0	0	0
Telephone/Beeepers/Cellular Phones	0	0	0
Books & Subscriptions	0	0	0
Minor Equipment	0	0	0
Computer Supplies	0	0	0
Dues, Fees & Licenses	0	0	0
Education & Seminars	0	0	0
Meals & Entertainment	0	0	0
Office Supplies	0	0	0
Travel	0	0	0
Miscellaneous Expense	0	0	0
Franchise, Excise & Property Taxes & Sales/Use Tax	0	0	0
Insurance	0	0	0
Leases & Rentals of equipment	0	0	0
Repairs/Maintenance Agreements	0	0	0
Relocation Expense Total	0	0	0
Training and Orientation Total	0	0	0
Temp/Contract Personnel	0	0	0
Covenant Management Fees	0	0	0
Total ALLOCATED Expenses	0	0	0
36. TOTAL ADMINISTRATION (Lines 31 to 36)	1,172,381	3,094,324	3,472,794
FIT & Excise Tax	0	0	0
37. Total Other Expenses:	0	0	0
38. TOTAL EXPENSES (Lines 30 and 37 and 37A)	50,804,200	169,111,123	201,412,927
39. NET INCOME (LOSS) (Line 4 less Line 38)	0	(0)	0

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES

	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Member Months	311,403	930,060	1,274,537
REVENUES:			
1. TennCare Capitation	46,821,188	141,895,147	170,923,604
2. Investment	621,278	1,837,802	2,448,870
3. Other Revenue	1,524,642	1,524,644	29
IBNR / Capitation Revenue Receivable	2,753,812	24,825,372	27,794,802
Premium Tax	1,172,381	2,230,561	2,587,434
State Admin Revenue	0	0	0
4. TOTAL REVENUES (Lines 1 to 3)	52,893,302	172,313,526	203,754,739
EXPENSES:			
Medical and Hospital Services:			
5. Capitated Physician Services	0	0	0
6. Fee-For-Service Physician Services	5,154,701	19,097,676	20,708,492
7. Inpatient Hospital Services	27,002,426	88,119,797	112,530,717
8. Outpatient Services	18,822	47,677	61,855
9. Emergency Room Services	3,262,438	11,817,529	12,474,096
10. Mental Health Services	5,434	19,831	34,625
11. Dental Services (Capitated & FFS)	529	(9,988)	5,222
12. Vision Services (Capitated , FFS & Opthamology)	205,920	609,399	804,983
13. Pharmacy Services (Capitated & FFS)	7	102	(24,652)
14. Home Health Services	188,379	658,935	513,598
15. Chiropractic Services	0	0	0
16. Radiology Services	76,632	225,918	304,233
17. Laboratory Services	6,052,137	20,867,272	25,850,446
18. Durable Medical Equipment Services	1,997,777	8,200,378	6,628,295
19. Transportation Services (Capitated)	1,199,365	3,306,702	4,180,871
20. Outside Referrals	0	0	0
21. Medical Incentive Pool and Withhold Adjustments	0	0	0
22. Occupancy, Depreciation, and Amortization	0	0	0
23. Other Medical and Hospital Services (Provide Detail)	0	0	0
Surgery - Orthopedic - FFS Office	0	0	0
MCO Delegated Services	0	0	0
Allergy & Immunology FFS Office & Other	2,083,739	6,336,731	7,163,068
Counselors/Therapists	0	0	0
Otolaryngology - FFS Office	269,777	1,039,670	1,464,708
Anesthesiology - FFS Hosp & Other	705,886	2,123,838	2,802,600
Gastroenterology	16,360	42,275	35,116
Preventive Medicine	1,021,401	2,621,740	3,341,073
Ped Emergency Medicine - FFS Hospital	0	0	0
Miscellaneous	697,215	2,048,370	123,293
IBNR	0	0	0
Risk Share	0	0	0
24. Subtotal (Lines 5 to 23)	49,958,943	167,173,848	199,002,639
25. Reinsurance Expenses Net of Recoveries	0	0	0
LESS:			
26. Copayments	0	0	0
27. Subrogation	158,877	709,520	774,160
27a Recoveries	231,399	573,162	924,981
28. Coordination of Benefits	0	0	0
29. Subtotal (Lines 26 to 28)	390,276	1,282,683	1,699,141
30. TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	49,568,667	165,891,166	197,303,498

Report #2A (Continued): TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES			
	Current Year		Previous Year
	Current Period	Year to Date Total	Total
Administration:			
31. Compensation (Including Allocated Costs)	2,473,557	7,195,263	8,523,963
32. Marketing (Including Allocated Costs)	2,696	5,987	8,098
33. Premium Tax Expense	1,030,696	3,094,324	3,777,721
34. Occupancy, Depreciation and Amortization (Including Allocated Costs)	288,425	864,480	786,302
35. Other Administration (Provide detail)			
Printing	36,591	96,299	145,380
Rent/Utilities	0	0	0
Franchise, Excise & Property Taxes	0	0	0
Postage	29,122	108,771	241,411
Legal Fees	6,146	30,622	36,851
Liquidated Damages	(4,500)	34,500	(1,472,500)
Outside Services	121,800	244,538	370,825
Board & Committee Fees	0	0	0
Auditing, actuarial and other consulting services	0	0	0
Books & Subscriptions	506	3,502	1,602
Dues, Fees & Licenses	247	41,550	58,976
Education & Seminars	0	0	0
Meals & Entertainment	0	388	1,068
Office Supplies	5,825	6,314	2,020
Minor Equipment	1,522	2,722	1,535
Travel	0	218	1
Wellness Program	0	0	0
Leases & Rentals of equipment	0	0	0
Repairs/Maintenance Agreements	40,784	40,784	43,444
Telephone/Beepers/Cellular Phones	0	0	0
Temp/Contract Personnel	21,262	64,069	188,036
Provision for Loss Contracts	0	0	0
Risk Banding Reserve	0	0	0
Program Run Out Expense	0	0	0
State Admin Revenue	(3,565,576)	(10,649,848)	(14,484,727)
Miscellaneous Expense	180,827	540,040	(559,429)
Total DIRECT Expenses	669,930	1,724,523	(2,329,423)
Other ALLOCATED Expenses (Provide detail)			
Rent/Utilities	148,439	445,223	491,875
Printing	15,989	79,194	107,633
Postage	69,088	369,475	287,300
Legal Fees	84,209	254,781	81,298
Outside Services	402,260	1,126,477	2,193,564
Board & Committee Fees	26,846	78,263	83,325
Survey Fees	7,553	63,426	98,561
Telephone/Beepers/Cellular Phones	81,865	239,687	277,749
Books & Subscriptions	9,940	44,943	78,528
Minor Equipment	14,908	36,742	89,525
Computer Supplies	0	0	0
Dues, Fees & Licenses	(1,582)	55,918	106,018
Education & Seminars	28,126	43,714	35,099
Meals & Entertainment	4,690	15,245	24,075
Office Supplies	31,473	83,203	103,927
Travel	16,434	47,587	75,109
Miscellaneous Expense	30,635	114,822	108,007
Franchise, Excise & Property Taxes & Sales/Use Tax	26,663	79,988	(9,530)
Insurance	78,826	236,582	327,790
Leases & Rentals of equipment	12,123	39,515	65,237
Repairs/Maintenance Agreements	187,953	415,484	556,487
Relocation Expense Total	2,248	2,248	1,215
Training and Orientation Total	0	0	0
Temp/Contract Personnel	130,705	341,821	294,555
Covenant Management Fees	578,353	1,735,060	1,896,997
0	0	0	0
Total ALLOCATED Expenses	1,987,745	5,949,398	7,374,344
36. TOTAL ADMINISTRATION (Lines 31 to 36)	2,657,676	7,673,921	5,044,921
FIT & Excise Tax	226,766	(425,531)	280,622
37. Total Other Expenses:	226,766	(425,531)	280,622
38. TOTAL EXPENSES (Lines 30 and 37 and 37A)	52,453,109	173,139,556	202,629,041
39. NET INCOME (LOSS) (Line 4 less Line 38)	440,193	(826,030)	1,125,698

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance		
2.	Net investment income	2,032,310	2,630,584
3.	Miscellaneous income	1,524,643	29
4.	Total (Lines 1 to 3)	3,556,953	2,630,613
5.	Benefit and loss related payments	(125,633)	(752,074)
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	2,802,986	5,883,537
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	(425,531)	
10.	Total (Lines 5 through 9)	2,251,822	5,131,463
11.	Net cash from operations (Line 4 minus Line 10)	1,305,131	(2,500,850)
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	11,278,030	28,006,392
12.2	Stocks		
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		(85,283)
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)	11,278,030	27,921,109
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	15,593,610	23,518,803
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		
13.7	Total investments acquired (Lines 13.1 to 13.6)	15,593,610	23,518,803
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(4,315,580)	4,402,306
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock		
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		
16.6	Other cash provided (applied)		
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)		
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(3,010,449)	1,901,456
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	3,700,088	1,798,632
19.2	End of period (Line 18 plus Line 19.1)	689,639	3,700,088

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)			4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group								
Total Members at end of:											
1. Prior Year	103,662									103,662	
2. First Quarter	103,595									103,595	
3. Second Quarter	103,029									103,029	
4. Third Quarter	104,944									104,944	
5. Current Year	930,060									930,060	
6. Current Year Member Months											
Total Member Ambulatory Encounters for Period:											
7. Physician	617,657									617,657	
8. Non-Physician	363,647									363,647	
9. Total	981,304									981,304	
10. Hospital Patient Days Incurred	36,353									36,353	
11. Number of Inpatient Admissions	9,508									9,508	
12. Health Premiums Written (a)											
13. Life Premiums Direct											
14. Property/Casualty Premiums Written											
15. Health Premiums Earned											
16. Property/Casualty Premiums Earned											
17. Amount Paid for Provision of Health Care Services											
18. Amount Incurred for Provision of Health Care Services	(125,633)									(125,633)	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

STATEMENT AS OF **September 30, 2007** OF THE Preferred Health Partnership of Tennessee, Inc.
CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
NONE						
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec.31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	(125,633)				(125,633)	
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	(125,633)				(125,633)	
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals	(125,633)				(125,633)	

(a) Excludes \$.00 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies
Not applicable
2. Accounting Changes and Corrections of Errors
Not applicable
3. Business Combinations and Goodwill
Not applicable
4. Discontinued Operations
Not applicable
5. Investments
Not applicable
6. Joint Ventures, Partnerships, and Limited Liability Companies
Not applicable
7. Investment Income
Not applicable
8. Derivative Instruments
Not applicable
9. Income Taxes
Not applicable
10. Information concerning Parent, Subsidiaries, and Affiliates
Not applicable
11. Debt
Not applicable
12. Retirement Plans, Deferred Compensation, Post employment benefits and Compensated Absences and Other Postretirement Benefit Plans.
Not applicable
13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
Not applicable
14. Contingencies
Not applicable
15. Leases
Not applicable
16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
Not applicable
17. Sales, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities
 - A-B. Not applicable
 - C. Wash Sales
Not applicable
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
Not applicable
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Notes to Financial Statement

Not applicable

20. September 11 Events

Not applicable

21. Other Items

Not applicable

22. Events Subsequent

Not applicable

23. Reinsurance

Not applicable

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable

25. Change in Incurred Claims and Claim Adjustment Expenses

Not applicable

26. Intercompany Pooling Arrangements

Not applicable

27. Structured Settlements

Not applicable

28. Health Care Receivables

Not applicable

29. Participating Policies

Not applicable

30. Premium Deficiency Reserves

Not applicable

31. Anticipated Salvage and Subrogation

Not applicable

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES**GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[] No[X]
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[] No[] N/A[X]
- If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2005
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2005
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).12/28/2006
- 6.4 By what department or departments?
TENNESSEE DEPT OF COMMERCE AND INSURANCE - TENNCARE DIVISION
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

FINANCIAL

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 0

INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock? Yes[] No[X]
- 11.2 If yes, explain:
- 12.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]
- 12.2 If yes, give full and complete information relating thereto:
13. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
14. Amount of real estate and mortgages held in short-term investments: \$..... 0
- 15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[] No[X]
- 15.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
15.21 Bonds		
15.22 Preferred Stock		
15.23 Common Stock		
15.24 Short-Term Investments		
15.25 Mortgages Loans on Real Estate		
15.26 All Other		
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26)		
15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above		

16.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒
Yes ☐ No ☐ N/A ☒16.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes ☒ No ☐

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
NORTHERN TRUST	PO BOX 75986 CHICAGO, IL 60675-5986

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes ☐ No ☒

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
108718	MARTIN AND COMPANY	TWO CENTRE SQUARE, SUITE 200, 625 S. GAY STREET, KNOXVILLE, TN 37902

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes ☒ No ☐

18.2 If no, list exceptions:

SCHEDULE A - VERIFICATION**Real Estate**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Increase (decrease) by adjustment		
3.	Cost of acquired		
4.	Cost of additions to and permanent improvements		
5.	Total profit (loss) on sales		
6.	Increase (decrease) by foreign exchange adjustment		
7.	Amount received on sales		
8.	Book/adjusted carrying value at end of current period		
9.	Total valuation allowance		
10.	Subtotal (Lines 8 plus 9)		
11.	Total nonadmitted amounts		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

NONE**SCHEDULE B - VERIFICATION****Mortgage Loans**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

NONE**SCHEDULE BA - VERIFICATION****Other Invested Assets**

		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		

NONE**SCHEDULE D - VERIFICATION****Bonds and Stocks**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	51,260,404	56,091,973
2.	Cost of bonds and stocks acquired	15,593,610	23,518,803
3.	Accrual of discount	21,894	50,248
4.	Increase (decrease) by adjustment		38,704
5.	Increase (decrease) by foreign exchange adjustment		
6.	Total profit (loss) on disposal	(36,845)	(85,283)
7.	Consideration for bonds and stocks disposed of	11,278,030	28,006,392
8.	Amortization of premium	262,838	347,651
9.	Book/adjusted carrying value, current period	55,298,194	51,260,404
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)	55,298,194	51,260,404
12.	Total nonadmitted amounts		
13.	Statement value	55,298,194	51,260,404

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	52,394,544	3,481,411	2,643,955	(117,459)	52,922,559	52,394,544	53,114,541	49,699,908
2. Class 2	2,186,953			(3,300)	2,190,251	2,186,953	2,183,653	1,560,496
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	54,581,496	3,481,411	2,643,955	(120,759)	55,112,810	54,581,496	55,298,194	51,260,404
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	54,581,496	3,481,411	2,643,955	(120,759)	55,112,810	54,581,496	55,298,194	51,260,404

14 Schedule DA Part 1 NONE

14 Schedule DA Part 2 Verification NONE

15 Schedule DB Part F Section 1 NONE

16 Schedule DB Part F Section 2 NONE

17 Schedule S Ceded Reinsurance NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

1	Is Insurer Licensed (Yes or No)	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.		Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama (AL)	No								
2. Alaska (AK)	No								
3. Arizona (AZ)	No								
4. Arkansas (AR)	No								
5. California (CA)	No								
6. Colorado (CO)	No								
7. Connecticut (CT)	No								
8. Delaware (DE)	No								
9. District of Columbia (DC)	No								
10. Florida (FL)	No								
11. Georgia (GA)	No								
12. Hawaii (HI)	No								
13. Idaho (ID)	No								
14. Illinois (IL)	No								
15. Indiana (IN)	No								
16. Iowa (IA)	No								
17. Kansas (KS)	No								
18. Kentucky (KY)	No								
19. Louisiana (LA)	No								
20. Maine (ME)	No								
21. Maryland (MD)	No								
22. Massachusetts (MA)	No								
23. Michigan (MI)	No								
24. Minnesota (MN)	No								
25. Mississippi (MS)	No								
26. Missouri (MO)	No								
27. Montana (MT)	No								
28. Nebraska (NE)	No								
29. Nevada (NV)	No								
30. New Hampshire (NH)	No								
31. New Jersey (NJ)	No								
32. New Mexico (NM)	No								
33. New York (NY)	No								
34. North Carolina (NC)	No								
35. North Dakota (ND)	No								
36. Ohio (OH)	No								
37. Oklahoma (OK)	No								
38. Oregon (OR)	No								
39. Pennsylvania (PA)	No								
40. Rhode Island (RI)	No								
41. South Carolina (SC)	No								
42. South Dakota (SD)	No								
43. Tennessee (TN)	Yes								
44. Texas (TX)	No								
45. Utah (UT)	No								
46. Vermont (VT)	No								
47. Virginia (VA)	No								
48. Washington (WA)	No								
49. West Virginia (WV)	No								
50. Wisconsin (WI)	No								
51. Wyoming (WY)	No								
52. American Samoa (AS)	No								
53. Guam (GU)	No								
54. Puerto Rico (PR)	No								
55. U.S. Virgin Islands (VI)	No								
56. Northern Mariana Islands (MP)	No								
57. Canada (CN)	No								
58. Aggregate other alien (OT)	X X X								
59. Subtotal	X X X								
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. Total (Direct Business)	(a) 1								
DETAILS OF WRITE-INS									
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(a) Insert the number of yes responses except for Canada and Other Alien.

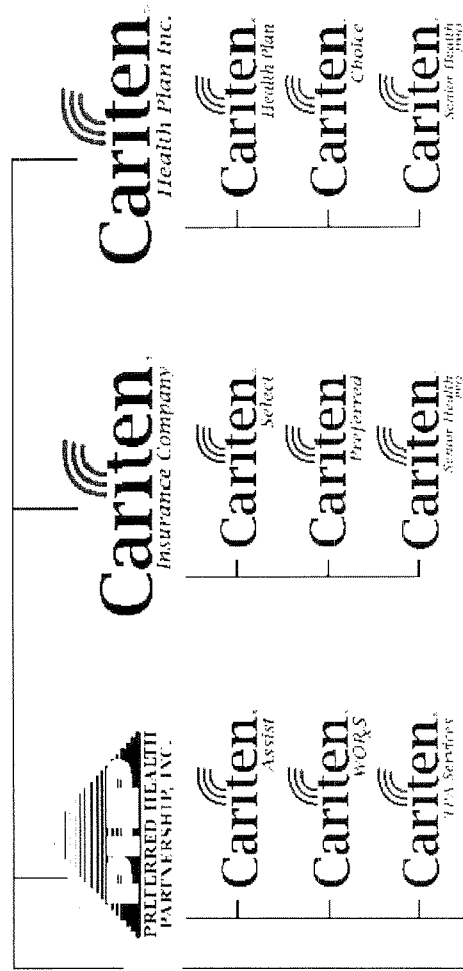
STATEMENT AS OF September 30, 2007 OF THE Preferred Health Partnership of Tennessee, Inc.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

ORGANIZATION



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSE

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



95749200736500003

2007

Document Code: 365

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
2104.	Reserve for At Risk Revenue	1,599,805		1,599,805	978,108
2105.	Unclaimed Property	121,141		121,141	122,858
2197.	Summary of remaining write-ins for Line 21 (Lines 2104 through 2196)	1,720,946		1,720,946	1,100,966

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 1 NONE

E02 Schedule B Part 2 NONE

E03 Schedule BA Part 1 NONE

E03 Schedule BA Part 2 NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - Political Subdivisions of States, Territories and Possessions									
452151QK2	ILLINOIS ST		07/17/2007	NORTHERN TRUST	XXX	1,153,482	1,100,000.00	22,306	1FE
495770RU8	KING CNTY WASH SCH DIST		07/17/2007	NORTHERN TRUST	XXX	1,327,939	1,260,000.00	8,575	1FE
49116NBZ7	KENTUCKY ASSET/LIABILITY FUND		08/30/2007	NORTHERN TRUST	XXX	999,990	1,000,000.00		
2499999 Subtotal - Bonds - Political Subdivisions of States, Territories and Possessions					XXX	3,481,411	3,360,000.00	30,881	XXX
6099997 Subtotal - Bonds - Part 3					XXX	3,481,411	3,360,000.00	30,881	XXX
6099998 Summary Item for Bonds Bought and Sold This Quarter					XXX	XXX	XXX	XXX	XXX
6099999 Subtotal - Bonds					XXX	3,481,411	3,360,000.00	30,881	XXX
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter					XXX	XXX	XXX	XXX	XXX
7299998 Summary Item for Common Stock Bought and Sold This Quarter					XXX	XXX	XXX	XXX	XXX
7399999 Subtotal - Preferred and Common Stocks					XXX	XXX	XXX	XXX	XXX
7499999 Total - Bonds, Preferred and Common Stocks					XXX	3,481,411	XXX	30,881	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide the number of such issues0.

SCHEDULE D - PART 4 **Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of** **by the Company During the Current Quarter**

by the Company During the Current Quarter																						
1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Disposal Date		Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
Bonds - Political Subdivisions of States, Territories and Possessions																						
657902/33	NORTH CAROLINA MED CAR			07/17/2007	NORTHERN TRUST	X X X	1,200,000.00	1,200,000	1,200,000						1,200,000					5,761	06/01/2028	FE
2459569	Subtotal - Bonds - Political Subdivisions of States, Territories and Possessions				X X X	1,200,000	1,200,000.00	1,200,000	1,200,000						1,200,000					5,761	06/01/2028	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
493056NC3	KEY BK			07/17/2007	MATURED	X X X	700,000.00	726,162	704,825		4,860		4,860		700,000		(17,560)		17,500	07/17/2005	FE	
22237LHE5	COUNTRYWIDE HOMES LNS			06/02/2007	NORTHERN TRUST	X X X	743,955	750,000.00	755,572		4,037		4,037		751,535		(17,560)		14,583	04/15/2009	FE	
4559359	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	1,443,955	1,450,000.00	1,499,832	1,470,398		8,898		8,898		1,461,535		(17,560)		32,083	X X X	X X X	
6059557	Subtotal - Bonds - Part 4				X X X	2,643,955	2,650,000.00	2,699,232	2,670,398		8,898		8,898		2,661,535		(17,560)		37,844	X X X	X X X	
6059558	Summary Item for Bonds Bought and Sold This Quarter				X X X																	
6059559	Subtotal - Bonds				X X X	2,643,955	2,650,000.00	2,699,232	2,670,398		8,898		8,898		2,661,535		(17,560)		37,844	X X X	X X X	
6059559	Summary Item for Preferred Stock Bought and Sold This Quarter				X X X																	
7295958	Summary Item for Common Stock Bought and Sold This Quarter				X X X																	
7395959	Subtotal - Preferred and Common Stocks				X X X																	
7495959	Total - Bonds, Preferred and Common Stocks				X X X	2,643,955		2,699,232	2,670,398		8,898		8,898		2,661,535		(17,560)		37,844	X X X	X X X	

(a) For all common stock bearing the NAIC market indicator "U" provide the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule DB Part D Section 1 NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories									
Cash on Deposit	First Tennessee Bank		5.000	5,313		232,401	261,714	316,308	X X X
Northern Trust	Chicago Illinois		6.375	7,732		192,213	1,206,405	373,331	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories		X X X	X X X	13,045		424,614	1,468,119	689,639	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories		X X X	X X X						X X X
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X	13,045		424,614	1,468,119	689,639	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X	13,045		424,614	1,468,119	689,639	X X X

E09 Schedule E Part 2 Cash Equivalents NONE

Supp1 Medicare Part D Coverage Supplement NONE

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1-30 Days	3 31-60 Days	4 61-90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group		NONE				
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 12)						

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1-30 Days	3 31-60 Days	4 61-90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199998 Subtotal - Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Subtotal - Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Subtotal - Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers		NONE				
0499998 Subtotal - Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Subtotal - Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Subtotal - Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables						

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1-30 Days	3 31-60 Days	4 61-90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
Preferred Health Partnership Companies, Inc Cariten Insurance Company Cariten Health Plan, Inc.	48,637				48,637		0
0199999 - Total Individually Listed Receivables	48,637	0	0	0	48,637	0	0
0299999 - Receivables not individually listed							
0399999 - Total gross amounts receivable	48,637	0	0	0	48,637	0	0

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